

1. *Builders Financial Corporation*, Chicago, Illinois; to become a bank holding company by acquiring 100 percent of the voting shares of Builders Bank, Chicago, Illinois (in organization).

2. *Washington Bancorp*, Washington, Iowa; to become a bank holding company by acquiring 100 percent of the voting shares of Rubio Savings Bank of Brighton, Brighton, Iowa. Applicant also has applied to acquire Washington Federal Savings Bank, and thereby operate a savings association, pursuant to § 225.28(b)(11) of the Board's Regulation Y.

C. Federal Reserve Bank of Minneapolis (Karen L. Grandstrand, Vice President) 250 Marquette Avenue, Minneapolis, Minnesota 55480-2171:

1. *Roseau Realty Co., Inc.*, Roseau, Minnesota; to become a bank holding company by acquiring 74.9 percent of the voting shares of Citizens State Bank of Roseau, Roseau, Minnesota.

In connection with this application, Applicant also has applied to engage in general insurance agency activities in a town with a population less than 5,000, pursuant to § 225.28(b)(11)(iii)(A) of the Board's Regulation Y.

2. *Winter-Park Bancshares, Inc.*, Cameron, Wisconsin; to become a bank holding company by acquiring 100 percent of the voting shares of, and thereby merge with, Owen-Curtiss Financial Corporation, Rice Lake, Wisconsin, which has applied to become a bank holding company, and thereby indirectly acquire Brill Bancshares, Inc., Rice Lake, Wisconsin, and Brill State Bank, Brill, Wisconsin.

D. Federal Reserve Bank of Kansas City (D. Michael Manies, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. *CSB Bancshares, Inc.*, Ellsworth, Kansas; to acquire 5.92 percent of the voting shares of Wilson Bancshares, Inc., Wilson, Kansas, and thereby indirectly acquire Wilson State Bank, Wilson, Kansas.

E. Federal Reserve Bank of Dallas (Genie D. Short, Vice President) 2200 North Pearl Street, Dallas, Texas 75201-2272:

1. *SWB Bancshares, Inc.*, Fort Worth, Texas, and SW Financial, Inc., Dover, Delaware; to become bank holding companies by acquiring 100 percent of the voting shares of Southwest Bank, Fort Worth, Texas.

Board of Governors of the Federal Reserve System, September 23, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

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FEDERAL RESERVE SYSTEM

Notice of Proposals to Engage in Permissible Nonbanking Activities or to Acquire Companies that are Engaged in Permissible Nonbanking Activities

The companies listed in this notice have given notice under section 4 of the Bank Holding Company Act (12 U.S.C. 1843) (BHC Act) and Regulation Y, (12 CFR Part 225) to engage *de novo*, or to acquire or control voting securities or assets of a company that engages either directly or through a subsidiary or other company, in a nonbanking activity that is listed in § 225.28 of Regulation Y (12 CFR 225.28) or that the Board has determined by Order to be closely related to banking and permissible for bank holding companies. Unless otherwise noted, these activities will be conducted throughout the United States.

Each notice is available for inspection at the Federal Reserve Bank indicated. The notice also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the question whether the proposal complies with the standards of section 4 of the BHC Act.

Unless otherwise noted, comments regarding the applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than October 10, 1997.

A. Federal Reserve Bank of Boston (Richard Walker, Community Affairs Officer) 600 Atlantic Avenue, Boston, Massachusetts 02106-2204:

1. *Mutual Bancorp of the Berkshires, Inc.*, Pittsfield, Massachusetts; to acquire Trust Company of the Berkshires, N.A., Pittsfield, Massachusetts, and there engage in performing trust company functions, pursuant to § 225.28(b)(5) of the Board's Regulation Y.

2. *Mutual Bancorp of the Berkshires, Inc.*, Pittsfield, Massachusetts; to acquire Pittsfield Central Development Company, LLC, Pittsfield, Massachusetts, and thereby engage in community development activities, pursuant to § 225.28(b)(12) of the Board's Regulation Y.

B. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Missouri 63102-2034:

1. *National Commerce Bancorporation*, Memphis, Tennessee; to engage *de novo* through its subsidiary, First Market Bank, FSB, Memphis, Tennessee, in the operation of a federal savings bank, pursuant to § 225.28(b)(4) of the Board's Regulation Y.

Notificant will acquire at least 49 percent of FSB and will operate FSB with a co-venturer, Ukrop's Super Markets, Inc., Richmond, Virginia. Comments must be received by October 20, 1997.

Board of Governors of the Federal Reserve System, September 22, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

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FEDERAL RESERVE SYSTEM

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Each notice is available for inspection at the Federal Reserve Bank indicated. The notice also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the question whether the proposal complies with the standards of section 4 of the BHC Act.

Unless otherwise noted, comments regarding the applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than October 14, 1997.

A. Federal Reserve Bank of Boston (Richard Walker, Community Affairs Officer) 600 Atlantic Avenue, Boston, Massachusetts 02106-2204:

1. *Boston Private Bancorp, Inc.*, Boston, Massachusetts; to acquire Westfield Capital Management Company, Inc., Boston, Massachusetts, through a *de novo* subsidiary, and thereby engage in financial and investment advisory activities, pursuant to § 225.28(b)(6) of the Board's Regulation Y.